

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

ROMAN SLEDZIEJOWSKI,

Debtor.

Chapter 7

Case No. 13-22050 (RDD)

In re:

INNOVEST HOLDINGS, LLC,

Debtor.

Chapter 7

Case No. 13-22748 (RDD)

MARIANNE T. O'TOOLE, as Chapter 7 Trustee of
the estate of Roman Sledziejowski,

Plaintiff,

Adv. Pro. No. 15-8207 (SHL)

-against-

MYPLACE DEVELOPMENT SP. Z O.O.,
SEBASTIAN TOMASZ KULCZYK,
BARTLOMIEJ POPIELSKI, ANDRZEJ DREWS,
MICHAEL GRZYBKOWSKI, KULCZYK REAL
ESTATE HOLDING S.A.R.L., KULCZYK REAL
ESTATE INVESTMENT COMPANY, KULCZYK
REAL ESTATE SOCIETE, KULCZYK
INVESTMENTS SA, KULCZYK HOLDING SA,
NENYA CAPITAL SPOLKA KOMANDYTOWA,
NENYA CAPITAL SP. Z O.O., PHENOMIND
VENTURES S.A., JOHN DOE "1" THROUGH
"100", JANE DOE "1" THROUGH "100", JOHN
DOE CORPORATIONS "1" THROUGH "100",
AND OTHER JOHN DOE ENTITIES "1"
THROUGH "100",

Defendants.

MARIANNE T. O'TOOLE, as Chapter 7 Trustee of
the estate of Innovest Holdings, LLC,

Plaintiff,

-against-

MYPLACE DEVELOPMENT SP. Z O.O.,
SEBASTIAN TOMASZ KULCZYK,
BARTLOMIEJ POPIELSKI, ANDRZEJ DREWS,
MICHAEL GRZYBKOWSKI, KULCZYK REAL
ESTATE HOLDING S.A.R.L., KULCZYK REAL
ESTATE INVESTMENT COMPANY, KULCZYK
REAL ESTATE SOCIETE, KULCZYK
INVESTMENTS SA, KULCZYK HOLDING SA,
NENYA CAPITAL SPOLKA KOMANDYTOWA,
NENYA CAPITAL SP. Z O.O., PHENOMIND
VENTURES S.A., JOHN DOE "1" THROUGH
"100", JANE DOE "1" THROUGH "100", JOHN
DOE CORPORATIONS "1" THROUGH "100",
AND OTHER JOHN DOE ENTITIES "1"
THROUGH "100",

Defendants.

Adv. Pro. No. 15-8208 (SHL)

MARIANNE T. O'TOOLE, as Chapter 7 Trustee of
the estate of Innovest Holdings, LLC,

Plaintiff,

-against-

MY PLACE DEVELOPMENT SP. Z O.O. A/K/A
MYPLACE DEVELOPMENT SP. Z O.O., JOHN
DOE "1" THROUGH "100", JANE DOE "1"
THROUGH "100", JOHN DOE CORPORATIONS
"1" THROUGH "100", OTHER JOHN DOE
ENTITIES "1" THROUGH "100",

Defendants.

Adv. Pro. No. 15-8273 (SHL)

**DECLARATION OF MICHAEL S. ELKIN
IN SUPPORT OF CERTAIN DEFENDANTS' MOTION TO DISMISS COMPLAINTS**

Pursuant to 28 U.S.C. § 1746, I, Michael S. Elkin, declare as follows:

1. I am a partner at the law firm of Winston & Strawn LLP, counsel to the defendants MyPlace Development SP. Z O.O., Sebastian Kulczyk, Kulczyk Real Estate Holding S.A.R.L., Kulczyk Investments S.A., and Kulczyk Holding S.A. (the "Certain Defendants") in the above-captioned adversary proceedings. I submit this declaration in support of the Certain Defendants' motion to dismiss the Complaints filed in each such action.

2. Attached hereto are true and accurate copies of the following documents:

Exhibit A: Loan Agreement dated November 1, 2007 between TWS Investment Partners LLC and MyPlace Development Sp. z o.o.

Exhibit B: Loan Agreement dated April 22, 2008 between TWS Investment Partners LLC and MyPlace Development Sp. z o.o. S.K.A.

Exhibit C: Loan Agreement dated July 19, 2008 between TWS Investment Partners LLC and MyPlace Development Sp. z o.o. S.K.A.

Exhibit D: Assignment Agreement of December 3, 2009, made by TWS Investment Partners LLC to Kulczyk Real Estate Holdings S.à.r.l of the Loan Agreement dated November 1, 2007 between TWS Investment Partners LLC and MyPlace Development Sp. z o.o.

Exhibit E: Assignment Agreement of December 3, 2009, made by TWS Investment Partners LLC to Kulczyk Real Estate Holdings S.à.r.l of the Loan Agreement dated April 22, 2008 between TWS Investment Partners LLC and MyPlace Development Sp. z o.o.

Exhibit F: Assignment Agreement of December 3, 2009, made by TWS Investment Partners LLC to Kulczyk Real Estate Holdings S.à.r.l of the Loan Agreement dated July 19, 2008 between TWS Investment Partners LLC and MyPlace Development Sp. z o.o.

Exhibit G: Share Sale Agreement dated December 3, 2009 between Kulczyk Real Estate Holding S.à.r.l. and Roman Śledziejowski

Exhibit H: Share Sale Agreement dated December 3, 2009 between Kulczyk Real Estate Holding S.à.r.l. and Roman Śledziejowski

Dated: June 10, 2015
New York, New York



Michael S. Elkin